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16128-K, L, M

DONELAN, CLEARY, WOOD & MASER, P.C.

RECORDATION NO. 16128-K, L, M FILED 1425

FEB 2 1996 - 11 30 AM

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

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WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

February 2, 1996

Recordation No. 16128-K, L, and M

Dear Mr. Williams:

On behalf of Wilmington Trust Company, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of three secondary documents, not previously recorded. The first of the three documents is entitled Security Agreement and Trust Indenture Supplement No. 3 and is to be recorded under Recordation No. 16128-K. The second of the two documents is entitled Security Agreement and Trust Indenture Supplement No. 4 and is to be recorded under Recordation No. 16128-L. The third of the three documents is entitled Security Agreement and Trust Indenture Supplement No. 5 and is to be recorded under Recordation No. 16128-M. All three documents are dated as of February 1, 1995 (hereinafter together referred to as "Supplements").

The parties to all three of the enclosed Supplements are:

Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890

— OWNER TRUSTEE/SECURED  
PARTY

State Street Bank and Trust Company  
225 Franklin Street  
Boston, MA 02101

— SECURITY TRUSTEE/DEBTOR

The said Supplements each act to change the identification numbers of certain units in Schedule A of that certain Security Agreement and Trust Indenture (as supplemented) dated as of December 15, 1988 between the above parties, filed and recorded with the Interstate Commerce Commission December 30, 1988 under 16128-B.

The units of equipment covered by the Supplements are as identified in Schedule A of each thereof.

Counterparts - A Kanner

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FEB 2 11 29 AM '96  
OFFICE OF SECRETARY  
ICC

Page 2  
Honorable Vernon A. Williams  
February 2, 1996

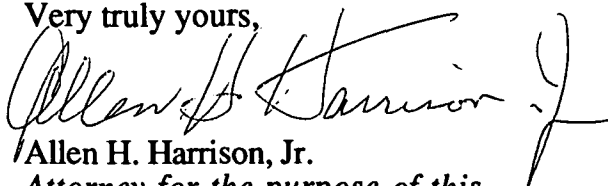
A short summary for each of the three Supplements to appear in the Index of the Surface Transportation Board is as follows:

"Change of identification numbers for some units in Security Agreement and Trust Indenture under 16128-B."

Enclosed is a check in the amount of sixty-three dollars (\$63.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterparts of the documents not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
*Attorney for the purpose of this  
filing for Wilmington Trust Company.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

*Enclosures*

BY HAND

8310-020

16128-K

RECORDED NO. 16128-1K  
FILED 1425  
FEB 2 1996 11 22 AM  
INTERSTATE COMMERCE COMMISSION

**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 3**

**SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 3** ("TRUST INDENTURE SUPPLEMENT NO. 3") dated as of February 1, 1995, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not individually but solely as Owner Trustee ("Owner Trustee") under RAIL TRUST NO. 88-3, and the STATE STREET BANK AND TRUST COMPANY (the "Security Trustee").

**WHEREAS**, Owner Trustee and Indenture Trustee are parties to a Security Agreement and Trust Indenture, the ("Trust Indenture") as supplemented, dated as of December 15, 1988, between Owner Trustee and Indenture Trustee, which was filed and recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 30, 1988, and given Recordation No. 16128-B; and

**WHEREAS**, the Owner Trustee, as Lessor, leased to GE Capital Railcar Associates, Inc. (the "Lessee"), as assignee to the interest of IteL Rail Corporation, seven hundred eighty-three (783) units of railroad equipment pursuant to an Equipment Lease Agreement (the "Lease"), as supplemented, dated as of December 15, 1988 between the Owner Trustee, as Lessor, and the Lessee, which was filed and recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 30, 1988, and given Recordation No. 16128 and

**WHEREAS**, the Lease requires the Owner Trustee and the Lessee to file periodic supplements to the Lease to reflect changes in the reporting marks of certain of the units of Equipment; and

**WHEREAS**, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of Equipment set forth in periodic supplements to the Lease.

**NOW, THEREFORE**, pursuant to the premises and the covenants and promises contained in the Trust Indenture, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Trust Indenture, unless otherwise stated.
2. The Trust Indenture is hereby supplemented as follows:
  - (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period June 1, 1992 - December 31, 1992.

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee has caused this Indenture Supplement to be executed on their behalf by their respective duly authorized officers.


**WILMINGTON TRUST COMPANY**  
not individually but solely as Owner  
Trustee under Real Trust No. 88-3

By \_\_\_\_\_

  
Name: **BRUCE L. BISSON**  
Title: **VICE PRESIDENT**

-----  
**STATE STREET BANK AND TRUST COMPANY,**  
as Security Trustee

By: \_\_\_\_\_

  
Name: Ruth A. Smith  
Title: Assistant Vice President

STATE OF DELAWARE                    )  
  ) SS.  
COUNTY OF NEW CASTLE            )

On this 16 day of May, 1995, before me personally appeared Bruce d. Biss personally known to me to be the person who executed the within instrument as a VP of WILMINGTON TRUST COMPANY, and acknowledged to me that the corporation executed it.

Denise M. Geran

Notary Public  
DENISE M. GERAN  
NOTARY PUBLIC  
My Commission Expires February 16, 1999

STATE OF CONNECTICUT            )  
  ) SS.  
COUNTY OF HARTFORD            )

On this \_\_\_\_\_ day of -----, 1995, before me personally appeared \_\_\_\_\_, personally known to me to be the person who executed the within instrument as a \_\_\_\_\_ of THE CONNECTICUT BANK & TRUST COMPANY, NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.

\_\_\_\_\_  
Notary Public

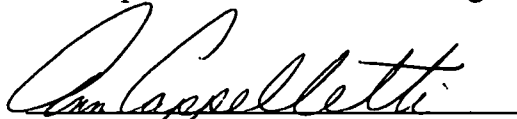
STATE OF DELAWARE            )  
  ) SS.  
COUNTY OF NEW CASTLE        )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1995, before me personally appeared \_\_\_\_\_, personally known to me to be the person who executed the within instrument as a \_\_\_\_\_ of WILMINGTON TRUST COMPANY, and acknowledged to me that the corporation executed it.

\_\_\_\_\_  
Notary Public

STATE OF MASSACHUSETTS    )  
  ) SS.  
COUNTY OF SUFFOLK         )

On this 29<sup>th</sup> day of January 1996, before me personally appeared Ruth A. Smith, personally known to me to be the person who executed the within instrument as a Assistant Vice President of STATE STREET BANK AND TRUST COMPANY, and acknowledged to me that the corporation executed the foregoing instrument.

  
\_\_\_\_\_  
Notary Public

*MY COMMISSION EXPIRES 7/8/99*

**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 3  
TO RAIL TRUST NO. 88-3**

**SCHEDULE A**

**Remarks for Period 6/1/92 to 12/31/92**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
BN	480701	ITLX	040501
BN	480702	ITLX	040502
BN	480703	ITLX	040503
BN	480704	ITLX	040504
BN	480705	ITLX	040505
BN	480706	ITLX	040506
BN	480707	ITLX	040507
BN	480708	ITLX	040508
BN	480709	IC	769300
BN	480710	IC	769301
BN	480711	IC	769302
BN	480712	IC	769303
BN	480713	IC	769304
BN	480714	IC	769305
BN	480715	IC	769306
BN	480716	IC	769307
BN	480717	IC	769308



SECURITY SUPPLEMENT NO. 3  
TO ITTEL TRUST NO. 88-3

SCHEDULE A (Continued)

Remarks for Period June 1, 1992 - December 31, 1992

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
BN	480719	IC	769309
BN	480720	IC	769310
BN	480721	IC	769311
BN	480722	IC	769312
BN	480723	IC	769313
BN	480724	IC	769314
BN	480725	IC	769315
BN	480726	IC	769316
BN	480727	IC	769317
BN	480728	IC	769318
BN	480729	IC	769319
BN	480730	IC	769320
BN	480731	IC	769321
BN	480732	IC	769322
BN	480733	IC	769323
BN	480734	IC	769324
BN	480735	IC	769325

SECURITY SUPPLEMENT NO. 3  
TO ITTEL TRUST NO. 88-3

SCHEDULE A (Continued)

Remarks for Period June 1, 1992 - December 31, 1992

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
BN	480736	IC	769326
BN	480737	IC	769327
BN	480738	IC	769328
BN	480739	IC	769329
BN	480741	ITLX	040509
BN	480742	ITLX	040510
BN	480744	ITLX	040512
BN	480745	ITLX	040513
BN	480746	ITLX	040514
BN	480747	ITLX	040515
BN	480748	ITLX	040516
BN	480749	ITLX	040517
BN	480750	ITLX	040518
BN	480751	ITLX	040519
BN	480753	ITLX	040520
BN	480754	ITLX	040521
BN	480755	ITLX	040522
BN	480756	ITLX	040523

SECURITY SUPPLEMENT NO. 3  
TO ITEL TRUST NO. 88-3

SCHEDULE A (Continued)

Remarks for Period June 1, 1992 - December 31, 1992

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
BN	480757	ITLX	040524
BN	480758	ITLX	040525
BN	480759	ITLX	040526
GSOR	008323	HS	023081
IAIS	045322	IAIS	043322
PLCX	012610	HS	001400
PLCX	025599	HS	001407
PLCX	025601	HESR	253486
PLCX	025622	BRG	000116